

06-10-1999

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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings



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M COVER SHEET KSONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

R.H. Donnelly Inc., formerly known as The Reuben H. Donnelly Corporation One Manhattanville Road Purchase, NY 10577

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Yellow Book USA L.P. Internal Address: Street Address: One Hundred N. Centre Ave. City: Rockville Centre State: NY ZIP: 11570

- Individual(s) citizenship Association General Partnership Limited Partnership Delaware Corporation-State Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 9, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,215,463



Additional numbers attached? Yes No

05-18-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Deirdre P. Silver, Esq. Internal Address: Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY ZIP: 10036

6. Total number of registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-2500

(Attach duplicate copy of this page if paying by deposit account)

06/17/1999 HTMA11 00000017 162300 2213463 01 F:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deirdre P. Silver

Name of Person Signing

Signature

Signature

5/19/99 Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 001909 FRAME: 0775

APR-08-99 13:25 FROM:
...7/17/98 MON 04:28 PM

FINGER #7

DIV OF CORP - RECEPTION

FAX NO. 004

ID:

(MON) 5. 13 '98 17:49/ST. 17:48/NO. 4261609680 P. 2

PAGE 2/4

P. 02

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE REUBEN H. DONNELLEY CORPORATION", CHANGING ITS NAME FROM "THE REUBEN H. DONNELLEY CORPORATION" TO "R.H. DONNELLEY INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1998, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

CERTIFICATE OF MAILING BY "EXPRESS MAIL"
EXPRESS MAIL
MAILING LABEL NUMBER **FB148464373**
5/18/98
DATE OF MAILING
RECEIVED BY THE UNITED STATES POSTAL SERVICE
STATE OF DELAWARE
DEPARTMENT OF REVENUE
PATENTS AND TRADEMARKS
ATLANTA, GA 30302
Kerry Freely
(Typed or Printed Name of Person Mailing Paper or Fee)
Kerry Freely
(Signature of Person Mailing Paper or Fee)



Edward J. Freely
Edward J. Freely, Secretary of State

0571219 8100
981190509

AUTHENTICATION: 9087496
DATE: 05-18-98

APR 08 '99 14:31

PAGE. 02

TRADEMARK
REEL: 001909 FRAME: 0776

FROM RICHARDS, LAYTON & FINGER #7

(MON) 5.18.98 17:49/ST. 17:48/NO. 4261609680 P. 3

MAY-18-98 MON 04:30 PM DIV OF CORP - RECEPTION FAX NO. 004

P. 03

FROM RICHARDS, FINGER & LAYTON #1

(MON) 5.18.98 16:52/ST. 16:50/NO. 4261609680 P. 2
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 05/18/1998
981190509 - 0571219

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
THE REUBEN H. DONNELLEY CORPORATION**

The undersigned, being the duly elected President of The Reuben H. Donnelley Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation by resolutions duly adopted by unanimous written consent, declared it advisable that the Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on March 26, 1968 be amended by amending Article First to read in its entirety as follows:

"FIRST: The name of the corporation is R.H. Donnelley Inc."

SECOND: That such amendment was duly adopted by the shareholders of the Corporation entitled to vote thereon in accordance with Section 228 of the General Corporation Law of the State of Delaware, as amended (the "DGCL").

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

~~CONFIDENTIAL~~

APR-08-99 13:25 FROM:

ID:

MON) 5. 18 '98 17:50/ST. 17:48/NO. 4261603683 E 4

MAY-18-98 MON 04:36 PM

DIV OF CORP - RECEPTION

FAX NO. 004

F. 04

FROM RICHARDS, FINGER & LAYTON #:

MON) 5. 18 '98 16:52/ST. 16:51/NO. 4861004692 F 3

2

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 10th day of May, 1998

THE STEVEN R. DONNELLY CORPORATION

By: [Signature]
Name: Frank R. Noonan
Title: President

Attest: [Signature]
Name: Brenda Ginsberg
Title: Assistant to President

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective this 9th day of April, 1999, from R.H. Donnelly Inc., formerly known as The Reuben H. Donnelley Corporation, a Delaware corporation located at One Manhattanville Road, Purchase, New York 10577 ("Assignor") to Yellow Book USA, L.P., a Delaware limited partnership located at One Hundred North Centre Avenue, Rockville Centre, New York 11570 ("Assignee").

WHEREAS, Assignor owns a certain trademark and related rights, as hereinafter defined; and

WHEREAS, pursuant to the Asset Purchase Agreement ("Purchase Agreement") between the parties dated as of November 24, 1997, Assignor has agreed to sell, assign and transfer to Assignee as of the date hereof all of its right, title and interest in, to and under such trademark and related rights;

NOW, THEREFORE, for good and valuable consideration (including that recited in the Purchase Agreement), the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, its successors and assigns forever, Assignor's entire right, title and interest in, to and under (i) the trademark THE ONE BOOK YELLOW PAGES, U.S. Registration Number 2,215,463 and all common-law rights related thereto, together with the goodwill of Assignor's business appertaining thereto; (ii) all other rights and privileges provided under United States or state law with respect to the foregoing; and (iii) all rights to sue at law or in equity for any infringement, imitation, impairment, distortion, dilution or other unauthorized use or conduct in derogation of the foregoing occurring prior to the execution of this Assignment, including the right to receive all proceeds and damages therefrom.

Assignee, its successors and assigns, shall hold the rights to the foregoing for and during the existence of such trademark and related rights, as fully and as entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed and delivered as of the 9th day of April, 1999.

R.H. DONNELLY INC.
f/k/a THE REUBEN H.
DONNELLEY CORPORATION

YELLOW BOOK USA, L.P.

By: Stephen B. Allyn

By: Timothy Zalesk

Name: _____

Name: Timothy Zalesk

Title: _____

Title: Chief Financial Officer